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* ADMITTED IN DISTRICT OF COLUMBIA ONLY

Secretary
Interstate Commerce Commission
12th & Constitution Aves., N.W.
Washington, D.C. 20423
ATTN: Ms. Mildred Lee

Date AUG 4 1980

Fee \$ 60.00 + 10

ICC Washington, D. C.

RECORDATION NO. Filed & Recorded

AUG 4 1980 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

Re: Recordation of Documents

Dear Ms. Lee:

Pursuant to §11303 of the Interstate Commerce Act and the Commission's rules and regulations thereunder, as amended, I am enclosing for filing and recording two fully executed copies of a lease entitled "Boxcar Agreement", dated July 22, 1980, between Interail System, and John J. Francis, Trustee of the Morristown and Erie Railroad Company, an Assignment dated July 22, 1980, of the Boxcar Agreement, between Interail and the Great Western Railway Company and an Assignment of lease rentals, dated July 22, 1980, between The Grant Western Railway Company and The Interail System. The parties and their addresses are as follows:

Interail

Mr. Stephen L. Bernstein
Senior V.P. & Counsel
Interail
1530 Palisade Ave.
Ft. Lee, N.J. 07024

Great Western Ry.

Emil Ramat
Great Western Railway
950 Monroe Ave.
Loveland, CO 80537

Morristown and Erie Railroad Company

John J. Francis
Trustee of the property of the
Morristown and Erie Railroad Co.
Lackawanna Place
Morristown, N.J. 07960

RECORDED

AUG 4 1 50 PM '80

F. C. OBERMAYER, JR.

OBERMAYER, REBMANN, MAXWELL & HIPPEL

Ms. Mildred Lee

August 4, 1980

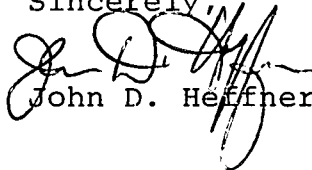
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The equipment covered by the enclosed documents consists of forty-four (44) 50'6", 70 ton "XM" type boxcars bearing "ME" markings of the Morristown & Erie Railroad and following numbers:

11135	11314	11444	11185	11402
11201	11325	11456	11207	11434
11219	11335	11467	11223	11559
11235	11348	10021	11233	10002
11236	11361	10047	11275	
11263	11367	11102	11305	
11276	11368	11114	11316	
11278	11385	11132	11327	
11285	11390	11170	11340	
11299	11392	11176	11398	

I have enclosed a check representing the recordation fee required by the regulations. Upon recordation, please return a copy to me.

Sincerely,


John D. Heffner

JDH:ds
encl.

AUG 4 1980 - 1 55 PM ASSIGNMENT

Dated: July 22, 1980

INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED The Interail System, a joint venture composed of Mid-Rail, Inc., a New Jersey corporation with offices at 1530 Palisade Avenue, Fort Lee, New Jersey 07024, and 22 Commerce Road, Inc., a New Jersey corporation with offices at 19 Gardner Road, Fairfield, New Jersey 07006 (hereinafter referred to as Assignor), hereby assigns and transfers to the Great Western Railway Company, a corporation of the State of Colorado, with offices located at 950 Monroe Avenue, Loveland, Colorado 80537, that lease entitled "Boxcar Agreement" (hereinafter referred to as "Lease"), dated July 22, 1980, entered into by and between The Interail System and John J. Francis, Trustee for the property of the Morristown and Erie Railroad Company, with offices located at Lackawanna Place, Morristown, New Jersey; together with all of its right title and interest in and to the said Lease, to have and to the same hold/from July 22, 1980 until the term of said Lease expires.

Assignor covenants that it is the lawful owner of the interest assigned hereby; that the interest is free of all encumbrances; and that the Assignment herein is made with the knowledge and consent of the Morristown and Erie Railroad Company.

This Assignment is made subject to all of the conditions and terms contained in the Lease and the Assignee agrees to assume and perform all duties of the Assignor and obligations/required by the terms of the Lease hereby assigned.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the year and date first above written.

THE GREAT WESTERN RAILWAY
COMPANYBY: 

THE INTERAIL SYSTEM, a Joint Venture

BY: MID-RAIL, INC.

BY: 
Emil Ramat, President

BY: 22 COMMERCE ROAD, INC.

BY: 
Carmine Bonanno